MARVEL®
LIMITED SERIES
3 of 4

BLACK WIDOW®
& THE MARVEL GIRLS

ESPIN
'09

TOBIN
ESPIN
GANDINI

GREAT SKY HOTEL: ASHDOD, ISRAEL.

THERE'S NO HINT OF HER HERE. THE ROOM HAS BEEN THOROUGHLY CLEANED.

AND NOT JUST BY SOME CONSCIENTIOUS MAID. IT WAS CLEANSED BY SOMEONE WITH EXTENSIVE TRAINING. SOMEONE WHO REMOVED ALL TRACES.

WHOEVER MS. MARVEL IS IN REAL LIFE, SHE'S A *PROFESSIONAL.* LIKE ME.

ONE OF MY FIRST ASSIGNMENTS FOR S.H.I.E.L.D., AND NICK FURY SENDS ME OUT TO DISCOVER ALL I CAN CONCERNING THE MYSTERIOUS *MS. MARVEL.* THE *DECIDEDLY* SUPER POWERED MS. MARVEL. SO THAT'S HOW IT'S GOING TO BE.

I AM *NOT* PLEASED.

GAME OVER

GAME OVER

NOT THAT I FIND IT *PROBLEMATIC* TO BE PITTED AGAINST THOSE WITH ENHANCED ABILITIES. RATHER, IT'S JUST THAT I HAVE, IN LIFE, BEEN CONSISTENTLY UNDERESTIMATED BECAUSE I MYSELF DO *NOT* HAVE POWERS. I'VE COME TO RELY ON THIS.

IT IS SOMEWHAT UNNERVING TO SEE THAT NICK FURY UNDERSTANDS MY TRUE POTENTIAL.

Eslo

Eslo

FKRWCH

GET DOWN!

I FEEL AS THOUGH I HAVE LOST MY ADVANTAGE.

AND THAT EDGE IS SOMETIMES ALL THAT I HAVE.

KRA-WHOOOOOM

PAUL TOBIN WRITER
SALVA ESPIN ARTIST
VERONICA GANDINI COLORIST
DAVE SHARPE LETTERER
ESPIN & BREITWEISER COVER
DAMIEN LUCCHESE PRODUCTION
MICHAEL HORWITZ ASST. EDITOR
NATHAN COSBY EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER
ALAN FINE EXECUTIVE PRODUCER

Trained to be the ultimate Russian spy, Natasha Romanov is the international police force known as S.H.I.E.L.D.'s best kept secret.

BLACK WIDOW

Invulnerable, super-strong, capable of flight and precognition...and a complete mystery to everyone.

MS. MARVEL

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

YOU ARE *WELL*, YES?

LEAVE THIS AREA. I MUST HELP THE OTHERS.

<STOP! THIS AREA...*NONE MAY ENTER!*>

<AMIT! THE BUILDING... WE...MUST...>

FRIEND! FRIEND!

I AM THE *BLACK WIDOW*. I HAVE *NO* NATIONALITY. BUT I DO HAVE CLEARANCE FROM YOUR GOVERNMENT.

I WITNESSED THIS TRAGEDY AND WISH ONLY TO HELP.

<AMIT. THE BUILDING. WE MUST HELP THEM.>

<WE MUST *GUARD* AGAINST *OTHERS*, YIMON! THE TRUCK DRIVER MAY *NOT* HAVE BEEN *WORKING ALONE!*>

YOU MAY *ENTER.*

I *THANK* YOU FOR YOUR HELP, BUT MUST *WARN* YOU TO BE WARY. *RUSSIANS* ARE NOT *PARTICULARLY* BELOVED AT THE *BEST* OF TIMES. NOW... AFTER THIS BOMB--

I UNDER-STAND.

RUSSIAN. HE KNEW ME FOR A RUSSIAN.

THIS IS NOT GOOD. I MUST TRY HARDER TO ERADICATE MY ACCENT.

I CANNOT BE AN EFFECTIVE S.H.I.E.L.D. AGENT IF MY PAST IS SO EASILY UNCOVERED.

HERE! I NEED MORE MUSCLE! SHE IS ALIVE!

THE BLAST WAS POWERFUL. IT RIPPED OPEN NOT ONLY THE BUILDING ON THE SURFACE, BUT SOME LEVELS BELOW.

I MUST BE CAREFUL. ALERT TO THE SLIGHTEST SHIFTING. THE SMALLEST NOISE.

HELLO?

I WAS... SLEEPING.

A *BOMB* HAS GONE OFF! THE BUILDING MAY *COLLAPSE!* GIVE ME YOUR *HAND!* ***HURRY!***

AM I TO BE ACTIVATED?

WHAT? YES. WHATEVER.

GET *CLEAR* OF THE BUILDING. ANY OTHERS BELOW?

I *SAID...* ARE THERE *OTHERS* BELOW?

DO YOU *HEAR* ME?

HELLO?

THERA X204

THAT *WOMAN?*

HOW WAS SHE...?

A *WOMAN!* DID YOU SEE A *WOMAN?* SHE WORE *SLACKS!* A *SHIRT!* AMERICAN WESTERN STYLE! WITH FLOWERS!

PERHAPS SHE IS BURIED IN THE *RUBBLE?* THERE ARE *MANY* WHO ARE--

NO. NEVER MIND.

SEAL OFF THAT STAIRWAY! *NO ONE* ENTERS! *NO ONE* LEAVES!

WHAT? WHO ARE--?

DO IT, SOLDIER!

YES, MA'AM!

FURY. THIS IS THE *WIDOW.* WE HAVE A PROBLEM. THERE HAS BEEN AN *INCIDENT.* I HAVE DISCOVERED A *STRANGE* ROOM.

NO. THIS IS UNRELATED TO MS. MARVEL. RIGHT NOW, I'M NOT SURE WHERE--

--SHE IS.

NICK... I HAVE TO GO.

AWAY! AWAY!

WE WILL OPEN FIRE!

CALM DOWN! I'M HERE TO HELP!

STAND DOWN! SHE'S WITH ME!

WITH YOU?

YOU ARE A *RUSSIAN.* ONE WITH *AMERICAN* AUTHORIZATION. THIS SITE IS *NEITHER* RUSSIAN *NOR* AMERICAN, A FACT THAT YOU WOULD DO *WELL* TO REMEMBER.

YOU HAVE IMPRESSIVE CLEARANCE, BUT I AM *NOT* LEGALLY BOUND TO *RECOGNIZE* IT. THIS IS A BOMBSITE. THE GUEST LIST IS *CLOSED.*

I HAVE A *FRIEND* HERE. SOMEWHERE.

THANKS FOR STEPPING IN. I'M NOT *WORRIED* ABOUT A FEW BULLETS, BUT THE SOONER--

PEOPLE ARE INJURED. WE HAVE *MUCH* WORK TO DO.

I HEAR SOMETHING. MAYBE *SOMEONE.*

ONE DAY LATER.

NICE IDEA TO MEET ON THE *BEACH*. WE ALMOST *BLEND* IN.

PERHAPS. I HAVE GONE THROUGH THE PHOTOGRAPHS AT THE GOVERNMENT OFFICES. THE WOMAN I SAW WAS MOST DEFINITELY *NOT* AN EMPLOYEE.

SHE, AT LEAST, DID *NOT* BELONG.

AND WHY ARE YOU HERE?

I WAS TRACKING A *SUSPECTED TERRORIST*.

WELL, LET ME *AMEND* THAT. A TERRORIST. *DEFINITELY*.

HOW SO?

I LOST TRACK OF HIM ABOUT TWO HOURS BEFORE HE DROVE THE *TRUCK* INTO THAT BUILDING.

OH.

YEAH. I'M TRYING NOT TO THINK ABOUT IT. LET'S CHANGE THE SUBJECT. WHY HAVE YOU BEEN FOLLOWING ME?

YOU KNEW?

I KNEW.

LOOK, YOU'RE PROBABLY A *VERY* TALENTED SPY, BUT YOU'RE TOO ACCUSTOMED TO DEALING WITH PEOPLE WHO CAN'T *FLY*. YOU DON'T LOOK *UP* ENOUGH. I SPOTTED YOUR TRAIL AND WAS ABLE TO SOAR ABOVE YOU AND--

YOU LOOK *DOWN* TOO MUCH.

WHAT? HOW SO?

I *LET* YOU SEE ME THREE TIMES. WANTED TO GAUGE YOUR REACTION. THE *MODERN* ESPIONAGE GAME HAS MUCH TO DO WITH SUCH *GADGETS* AS THESE.

AND THOSE *ARE...?*

VIDEO CAMERAS. I HAVE SEVEN OF THEM IN THE SKIES. PATROLLING. WOULD YOU LIKE TO SEE RECORDED FOOTAGE OF YOURSELF?

UH...NOT NECESSARY.

CARE TO TELL ME *WHO* YOU'RE SPYING ON ME *FOR?* AND *WHY?*

CARE TO TELL ME *EVERY-THING* ABOUT YOURSELF?

YOU DIDN'T ANSWER MY QUESTIONS.

AND *YOU* DIDN'T ANSWER *MINE.*

IS THAT SO HARD TO UNDERSTAND? A *NEW SUPER POWERED* WOMAN. EVERYONE WANTS TO KNOW WHERE I'M GOING TO PLAY MY CARDS...BUT I BELIEVE I HAVE A *RIGHT* TO MY SECRETS, AND TO WHO I AM.

HOPEFULLY IT WON'T MAKE THINGS *TOO* TENSE WHILE WE INVESTIGATE THIS *OTHER* MYSTERY WOMAN...THE ONE FROM THE SECRET ROOM.

YOU WANT TO *WORK* TOGETHER? I'M *INVESTIGATING* YOU.

AND YOU MIGHT AS WELL DO IT *FACE-TO-FACE.* WE'LL PLAY TWENTY QUESTIONS.

I THOUGHT THAT WAS SOMETHING ONLY FRAT BOYS DO WITH THE GIRLS.

IT'S SOMETHING PEOPLE DO WHEN THEY'RE CURIOUS. SO...*ARE* YOU CURIOUS?

I'M A SPY. WE FEED OFF *CURIOSITY.*

SO... WE'LL WORK *TOGETHER,* THEN?

I AM SCHEDULED TO INVESTIGATE THE HIDDEN ROOM IN ONE HOUR'S TIME. WOULD YOU LIKE TO COME ALONG?

I'LL MEET YOU THERE.

HAVE FUN WITH YOUR PUBLIC.

ONE HOUR LATER.

I'M AFRAID THIS *ISN'T* LOOKING GOOD. THE ISRAELIS KNEW NOTHING OF THIS ROOM. IT WENT COMPLETELY UNDETECTED UNTIL THE BOMB CAVED IN THE HALLWAY CEILING.

IT DATES BACK TO THE WAR. THE *BIG* ONE.

AND THE *RED SKULL.*

THE WOMAN YOU SAW... HER NAME IS *THERA.*

WELL, *ITS* NAME IS THERA. IT WASN'T A *WOMAN* AT ALL. IT WAS ONE OF THE SKULL'S *SLEEPERS.*

SLEEPERS?

THE RED SKULL CREATED A SERIES OF ROBOTS THAT ARE ESSENTIALLY *TIME BOMBS.*

THEY "SLEEP" FOR SPECIFIED AMOUNTS OF TIME, *DECADES* AT A TIME, THEN ACTIVATE AND DO THEIR BEST TO DESTROY THE WORLD.

NOT A *NICE MAN,* THAT RED SKULL.

COMPLETELY UNSTABLE. *FASCINATING* IN SOME WAYS. A PRIME EXAMPLE OF HOW THE HUMAN MIND IS LIKE A *CARNIVAL RIDE.*

AND THIS *PARTICULAR* CREATION OF THE RED SKULL MIGHT BE THE *WORST* OF THEM ALL.

POWERFUL?

THERA

NOT... EXACTLY.

THEN WHAT'S THE PROBLEM?

THERA IS A *MOTHER ROBOT.* SHE WAS PROGRAMMED TO USE CURRENT TECHNOLOGIES TO *CREATE OTHER* SLEEPERS. SHE'S OUT THERE RIGHT NOW. *BUILDING.*

THIS IS *CREEPY.*

WELCOME TO *MY* WORLD. I'VE BEEN IN CHARGE OF *RED SKULL-RELATED* MISSIONS FOR *THREE* YEARS NOW, AND SOMETIMES AT NIGHT I--

UNGHHH!

ARE YOU OKAY?

THINK SO. *SURE.* JUST A... HEADACHE.

WHAT'S *THIS?*

OH, *THAT?* IT'S *FASCINATING.* HAVEN'T HAD MUCH CHANCE TO STUDY IT AS OF *YET,* BUT IT'S A JOURNAL OF THE TRIALS AND TRIBULATIONS OF *BUILDING* THERA.

APPARENTLY SHE WAS *EXTREMELY PROBLEMATIC* IN THE EARLY STAGES OF DEVELOPMENT.

UGHHH!

WE HAVE TO GET OUT OF HERE! NOW!

WHAT? WHAT IS--?

I HAVE MOMENTS OF PRECOGNITION, AND WE--

OUT! NOW! EVERYBODY OUT!

QUICKLY! REMAIN CALM, BUT MOVE QUICKLY!

CLEAR THE AREA! CLEAR THE AREA!

WHAT IS THIS THING?

GO! GO!

UNHH!

AGHHH!

IT SEEMS OUR *MOTHER SLEEPER* IS WAKING UP TO THE *NEW AGE.*

AND *DESTROYING* ALL TRACES OF ITS *PAST.* YES.

WHAT HAPPENED UP HERE?

A THING. SOME, ROBOTIC *THING.* IT SCURRIED PAST US. INTO THE BUILDING. AND THEN--

YEAH. WE GOT IT FROM THERE. DID YOU SEE WHERE IT CAME FROM?

FROM *NOWHERE.* I MEAN...

IT JUST CRAWLED THROUGH THE GATES...SO *FAST...* AND THEN DOWN INTO THE BUILDING.

THOSE *GADGETS* OF YOURS. THE ONES THAT FLY OVERHEAD. DO YOU--?

STILL HAVE THEM IN *OPERATION?* OF COURSE. AND YOU'RE *RIGHT.*

THAT ROBOT COULD NOT HAVE TRAVELLED FAR WITHOUT BEING OBSERVED. IT HAD TO HAVE BEEN RELEASED NEARBY.

IF ONE OF MY SURVEILLANCE DRONES WAS ABLE TO CAPTURE THE EVENT, I SHOULD BE ABLE TO ACCESS THE RECORDED IMAGE AND--

IT'S *THERA!* THE *MOTHER SLEEPER!*

EVERYONE! FAN OUT! INTO THE *STREETS!*

WE ARE LOOKING FOR A *RED VAN!*

LET'S GO!

HAVE TO SAY... I'M A LITTLE SURPRISED. THOUGHT YOU MIGHT *SQUALL* WHEN I PICKED YOU UP.

IT'S *FASTER* THIS WAY.

IF THAT SLEEPER *ESCAPES*, GOES INTO *HIDING*, IT WILL CREATE FURTHER ROBOTS. POSSIBLY EVEN *OTHER MOTHER ROBOTS.* THIS COULD GROW INTO AN *EPIDEMIC.* WE NEED ALL THE SPEED WE CAN--

--WAIT!

THERE!

SHE'S STOPPED AT THE LIGHT.

IF WE CAN DISABLE THERA BEFORE SHE KNOWS THAT WE'VE--

DOWN!

DID SHE *SEE* US?

KEEP *QUIET.*

WRRR

VRRR

VRAAAA

URRRRM

LRRRRM

WRRRRM

NOW IS *DEFINITELY* THE TIME TO MAKE SOME *NOISE!*

PFFT PFFT

KRAK

KRAK

UNNH!

UHHHHUHHHP

WIDOW!

ARE YOU--?

I'M *FINE.* SHOULD'VE *KNOWN* THE ROBOTS WOULD BE WIRED TO *EXPLODE.*

WE HAVE TO FIND A WAY TO *DISABLE* THERA. IT SHOULD TAKE OUT THE *CONTROL FEED.* RENDER *ALL* OF THE ROBOTS INACTIVE.

ARE YOU *SURE?*

ACCORDING TO THE *SCIENTIST'S JOURNAL,* IT'S AN OPERATIONAL FAILSAFE IN CASE THERA TURNED *AGAINST* THE RED SKULL. BUT IF SHE GETS AWAY FROM *US* HERE, GOES UNDERGROUND--

YEAH. SHE'LL BREED *A ROBO-ARMY!*

THEN IT'S *LUCKY* THAT ALL WE HAVE TO DO IS *SMASH*--

WAIT!! THERA HAS A *SELF-DESTRUCT* MECHANISM, SET TO GO OFF IF SHE'S BADLY DAMAGED!

HOW *LARGE A BANG?*

ENOUGH TO FLATTEN HALF OF ASHDOD!

THE NAZIS *NEVER* MADE THINGS *EASY*, DID THEY?

OKAY. *OKAY.* I *GOT* THIS.

WIDOW! I'M GOING TO *GRAB THERA* AND FLY HER UP TO--

IF YOU'RE PLANNING TO *DESTROY* HER... YOU *KNOW* YOU WON'T SURVIVE THE *EXPLOSION, RIGHT?*

NO CHOICE!

SOME OF THERA'S CREATIONS MIGHT *ALREADY--*

THERA! ONE. TWO. THREE. ACTIVATION ERROR. RETURN TO BED.

WH--

THANK YOU.

I AM QUITE SLEEPY--

WHAT'D YOU DO?

THIS JOURNAL...THERE IS A SECTION REGARDING TWO *ACCIDENTAL AWAKENINGS*...INCIDENTS *FORCING* THE RED SKULL'S SCIENTISTS TO INSTALL THAT *DEACTIVATION PHRASE.*

LOOKS LIKE WE WIN, THEN.

THANKS TO ANOTHER EXAMPLE OF WHY IT'S IMPORTANT TO READ.

SO...DO WE GO BACK TO THE *SPY GAMES?* TIME TO START PLAYING *TWENTY QUESTIONS?*

I TOLD YOU, THAT IS FOR FRAT BOYS. AND RIGHT *NOW* I'M WORKING FOR *NICHOLAS FURY.*

OH, YOU *ARE?*

YES. AND HE'S RATHER AN *OLD FASHIONED* MAN. HE WILL NOT *CARE* ABOUT HOW YOU *CLIP YOUR FINGERNAILS* OR WHAT *PERFUME* YOU *WEAR.*

HE CARES *ONLY* FOR *THREE* THINGS. THE FIRST, WHAT *POWERS* YOU HAVE, I HAVE LEARNED BY OBSERVING YOU IN THE FIGHT. THE FIGHT HAS *ALSO* ANSWERED THE QUESTION OF *WHOSE SIDE* YOU ARE ON.

THAT'S *TWO* THINGS.

THE THIRD ISSUE IS WHETHER YOU CAN BE COUNTED ON WHEN THE CHIPS ARE DOWN.

YOU NEARLY GAVE UP YOUR LIFE IN DEFENSE OF STRANGERS.

SO, I *PASS* THE *TEST?*

YES. THOUGH THERE *MIGHT* BE A *FINAL EXAM.*

FINE. *BRING* IT.

I'M CURIOUS, THOUGH...

DID YOU *REALLY* FIND THE DEACTIVATION CODE *JUST* AT THE *RIGHT TIME?*

OR WERE YOU *HOLDING* IT IN *CHECK,* WAITING TO SEE HOW *I* WOULD REACT TO THE CRISIS? IF I WAS *WILLING* TO *DIE* FOR THE *CAUSE?*

MS. MARVEL...

...THAT'S A GOOD QUESTION. IT REALLY IS.

BUT I *DON'T PLAY* TWENTY QUESTIONS.

...END

NEXT ISSUE

STORM

ADVENTURES@MARVEL.COM
E-MAIL US!